

KING & SPALDING LLP  
1185 Avenue of the Americas  
New York, New York 10036  
Telephone: (212) 556-2100  
Facsimile: (212) 556-2222  
Arthur Steinberg  
Scott Davidson

KIRKLAND & ELLIS LLP  
300 North LaSalle  
Chicago, IL 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Richard C. Godfrey, P.C. (admitted *pro hac vice*)  
Andrew B. Bloomer, P.C. (admitted *pro hac vice*)

*Attorneys for General Motors LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re</b>	: <b>Chapter 11</b>
	:
<b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b>	: <b>Case No.: 09-50026 (REG)</b>
<b>f/k/a General Motors Corp., <i>et al.</i></b>	:
	:
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
	:
-----X	

**GENERAL MOTORS LLC’S COUNTER-DESIGNATION  
OF ADDITIONAL ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL  
REGARDING PLAINTIFFS’ MOTION FOR 60(B) RELIEF (DORIS PHILLIPS)  
SETTING ASIDE THE SETTLEMENT AGREEMENT**

Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), General Motors LLC (“**New GM**”) submits this counter-designation of additional items to be included in the record on appeal in connection with the designation of record on appeal by Doris Powledge Phillips [ECF No. 13317] of the *Order on Motion or 60(B) Relief (Doris Phillips)*, dated June 29, 2015 [ECF No. 13258] (“**Order**”).

**COUNTER-DESIGNATION OF RECORD**

In addition to the items designated in *Plaintiffs' Statement of Issues and Designation of Record on Appeal Regarding Plaintiffs' Motion for 60(B) Relief (Doris Phillips) Setting Aside the Settlement Agreement*, dated July 24, 2015 [ECF No. 13317], New GM submits the following designation of additional items to be included in the record on appeal (including any exhibit, annex, appendix or addendum thereto):

<b><u>Item No.</u></b>	<b><u>Date Filed</u></b>	<b><u>Description</u></b>	<b><u>Docket No.</u></b>
1.	08/25/2010	Transfer Agreement FRBP Transfer Agreement 3001 (e) 2 Transferors: Doris Powledge (Claim No. 44614, Amount \$55,000,000.00). To Dover Master Fund II, L.P., dated August 25, 2010	6793
2.	08/25/2010	Transfer Agreement FRBP Transfer Agreement 3001 (e) 2 Transferors: Amber Powledge (Claim No.44615, Amount \$5,000,000.00). To Dover Master Fund II, L.P., dated August 25, 2010	6794
3.	08/25/2010	Transfer Agreement FRBP Transfer Agreement 3001 (e) 2 Transferors: Austin Powledge (Claim No. 44616, Amount \$5,000,000.00). To Dover Master Fund II, L.P., dated August 25, 2010	6795
4.	08/25/2010	Transfer Agreement FRBP Transfer Agreement 3001 (e) 2 Transferors: Mary Powledge (Claim No. 44617, Amount \$5,000,000.00). To Dover Master Fund II, L.P., dated August 25, 2010	6796
5.	4/20/2015	Objection By General Motors LLC to Plaintiffs First Amended Rule 60(B)(6) Motion For Relief from August 9, 2010 Stipulation And Settlement Resolving Claim No. 44614, Or Alternatively, Rule 60(D) Motion to Set Aside	13112
6.	04/20/2015	Response of GUC Trust Administrator to Mrs. Phillips' Amended Motion for Relief from, Or To Set Aside, the August 9, 2010 Stipulation and Settlement Resolving Claim No. 44614	13113
7.	04/20/2015	Declaration of Lisa H. Rubin, Esq. in Support of Response of GUC Trust Administrator to Mrs. Phillips' Amended Motion for Relief from, Or To Set Aside, the August 9, 2010	13114

		Stipulation and Settlement Resolving Claim No. 44614	
8.	04/21/2015	Exhibit 12 to the Declaration of Lisa Rubin, Esq. in Support of Response of GUC Trust Administrator to Mrs. Phillips' Amended Motion for Relief from, Or To Set Aside, the August 9, 2010 Stipulation and Settlement Resolving Claim No. 44614	13116
9.	05/12/2015	Joint Letter on behalf of the GUC Trust and New GM re: Spaulding Decision	13138
10.	05/12/2015	Letter to the Honorable Judge Gerber Filed by Joshua Paul Davis on behalf of Doris Powledge	13142
11.	05/13/2015	Joint Letter from Lisa H. Rubin and Arthur Steinberg, on Behalf of the GUC Trust and New GM to The Honorable Robert R. Gerber, United States Bankruptcy Court Southern District of New York, dated May 13, 2015, regarding Amended Motion of Doris Powledge Phillips	13145
12.	05/08/2015	Transcript regarding Hearing Held on 5/7/2015 9:47 AM RE: Motion Filed by Doris Phillips for Relief from August 9, 2010 Stipulation and Settlement Resolving Claim No. 44614, or Alternatively, Motion to Set Aside	13151

Dated: New York, New York  
August 7, 2015

Respectfully submitted,

/s/ Arthur Steinberg

Arthur Steinberg  
Scott Davidson  
KING & SPALDING LLP  
1185 Avenue of the Americas  
New York, New York 10036  
Telephone: (212) 556-2100  
Facsimile: (212) 556-2222

Richard C. Godfrey, P.C. (admitted *pro hac vice*)  
Andrew B. Bloomer, P.C. (admitted *pro hac vice*)  
KIRKLAND & ELLIS LLP  
300 North LaSalle  
Chicago, IL 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

*Attorneys for General Motors LLC*